



101897483

11-19-01

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- ☐ New
- ☐ Resubmission (Non-Recordation)
Document ID #
- ☐ Correction of PTO Error
Reel # Frame #
- ☒ Corrective Document
Reel # 002196 Frame # 0118

Conveyance Type

- ☐ Assignment ☐ License
- ☐ Security Agreement ☐ Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- ☐ Merger
- ☐ Change of Name
- ☒ Other GRANT OF SECURITY INTEREST (TRADEMARKS)

Conveying Party

☐ Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name MOBILE COMMUNICATIONS CORPORATION OF AMERICA

11 10 00

Formerly

- ☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association
- ☐ Other

☒ Citizenship/State of Incorporation/Organization DELAWARE

Receiving Party

☒ Mark if additional names of receiving parties attached

Name THE BANK OF NEW YORK

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2) ONE WALL STREET

Address (line 3) NEW YORK

NEW YORK

10286

City State/Country

Zip Code

- ☐ Individual ☐ General Partnership ☐ Limited Partnership
- ☒ Corporation ☐ Association
- ☐ Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

☒ Citizenship/State of Incorporation/Organization NEW YORK

FOR OFFICE USE ONLY

11/20/2001 6TON11 00000018 75490869

01 FC:481
02 FC:482

40.00 DP
750.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002396 FRAME: 0808

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (212) 692-1975

Name

BRYAN CAVE LLP

Address (line 1)

SHARON ELWIN, LEGAL ASSISTANT

Address (line 2)

245 PARK AVENUE

Address (line 3)

NEW YORK, NY 10167-0034

Address (line 4)

PagesEnter the total number of pages of the attached conveyance document
including any attachments.

#

4

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).**Trademark Application Number(s)****Registration Number(s)**

75/490869

75/539077

75/585603

1352543

1485998

1495312

75/585775

75/866626

75/866628

1597262

1658729

1777090

1782944

1787410

1858246

Number of Properties

Enter the total number of properties involved.

#

31

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

790

Method of Payment:

Enclosed



Deposit Account



Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes



No

**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

LORI POTTS

Name of Person Signing



Signature

11/15/01

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLYU.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

☐

Mark if additional names of conveying parties attached

Execution Date

Month Day Year

Name

Formerly

☐

Individual

☐

General Partnership

☐

Limited Partnership

☐

Corporation

☐

Association

☐

Other

☐

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

☒

Mark if additional names of receiving parties attached

Name

UNITED STATES TRUST COMPANY OF NEW YORK, as Trustee under the Indenture, dated

2/7/94, with Arch Wireless Communications, Inc. and as a Collateral Agent

Composed of

Address (line 1)

114 WEST 47TH STREET

Address (line 2)

Address (line 3)

NEW YORK

City

NEW YORK

State/Country

10036

Zip Code

☐

Individual

☐

General Partnership

☐

Limited Partnership

☐

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☒

Corporation

☐

Association

☐

Other

☒

Citizenship/State of Incorporation/Organization

NEW YORK

Trademark Application Number(s) or Registration Number(s)

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Trademark Application Number(s)

Registration Number(s)

1862970	1870810	1879629
1880488	1900117	1911808
1912366	1920780	1948790
1976177	1994711	2024504
2154348	2192551	2305248
2313873		

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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Execution Date
Month Day Year

Name

Formerly

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ Corporation ☐ Association

☐ Other

☐ Citizenship State of Incorporation/Organization

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Name UNITED STATES TRUST COMPANY OF NEW YORK, as Trustee under the Indenture, dated
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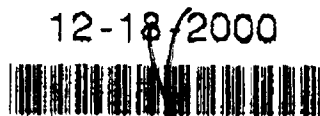
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Registration Number(s)

12-18-00

FORM PTO-1618A
Expires 06/30/00
OAS 0651-0027

101553989

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARKRECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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Submission Type



New



Resubmission (Non-Recordation)

Document ID #



Correction of PTO Error

Reel #

Frame #



Corrective Document

Reel #

Frame #

Conveyance Type



Assignment



License



Security Agreement



Nunc Pro Tunc Assignment



Merger



Change of Name



Other GRANT OF SECURITY INTEREST (TRADEMARKS)

Effective Date
Month Day Year

Conveying Party



Mark if additional names of conveying parties attached

Name

MOBILE COMMUNICATIONS CORPORATION OF AMERICA

Execution Date
Month Day Year

11 10 00

Formerly

75490869



Individual



General Partnership



Limited Partnership



Corporation



Association



Other



Citizenship/State of Incorporation/Organization

DELAWARE

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Corporation



Association



Other



Citizenship/State of Incorporation/Organization

NEW YORK

12/15/2000 610N11 00000170 75490869

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01 FC:483
02 FC:482
03 FC:93840.00 OP
750.00 OP
5.00 OP

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FORM PTO-1618B

Page 2

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Domestic Representative Name and Address

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Name

Address (line 1)

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Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (212) 692-1975

Name

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Address (line 1)

SHARON ELWIN, LEGAL ASSISTANT

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NEW YORK, NY 10167-0034

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Fee Amount for Properties Listed (37 CFR 3.41):

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Enclosed ☒Deposit Account ☐

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

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#

Authorization to charge additional fees:

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Statement and Signature

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LORI POTTS

Name of Person Signing

Signature

12/01/00

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**FORM PTO-1618C
Expires 06/30/00
Only Use 1-0027U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK**Conveying Party**

Enter Additional Conveying Party

☐ Mark if additional names of conveying parties attachedExecution Date
Month Day Year

Name

Formerly

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ Corporation ☐ Association☐ Other☐ Citizenship State of Incorporation/Organization**Receiving Party**

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1912366	1920780	1948790
1976177	1994711	2024504
2154348	2192551	2305248
2313873		

GRANT OF SECURITY INTEREST (TRADEMARKS)

MOBILE COMMUNICATIONS CORPORATION OF AMERICA, a Delaware corporation (the "Grantor"), has entered into the Security and Intercreditor Agreement, dated as of March 23, 2000 (as from time to time amended, supplemented or otherwise modified, the "Security Agreement") made by Arch Wireless Holdings, Inc., a Delaware corporation (formerly, Arch Paging, Inc.), Arch Wireless Communications, Inc., a Delaware corporation (formerly, Arch Communications, Inc. and hereinafter, "Arch"), and each of the subsidiaries of Arch listed on Schedule I thereto in favor of The Bank of New York ("BNY"), in its capacities as administrative agent under a certain credit agreement, as Security Agent and as a Collateral Agent, United States Trust Company of New York ("US Trust"), as trustee under the Indenture, dated as of February 7, 1994, between Arch (formerly known as USA Mobile Communications, Inc. II) and US Trust, and as a Collateral Agent, and US Trust, as trustee under the Indenture, dated as of December 15, 1994, between Arch and US Trust, and as a Collateral Agent.

Pursuant to the Security Agreement, the Grantor granted to the Collateral Agents, equally and ratably, a security interest in all of the right, title and interest of the Grantor in and to the trademarks listed on Schedule I attached hereto, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks"), together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the prompt payment, performance and observance of its Obligations (as defined in the Security Agreement).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby further assign to the Collateral Agents, equally and ratably, a security interest in, the Collateral to secure the prompt payment, performance and observance of the Obligations.

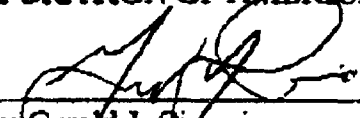
The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Security Agent with respect to the assignment of and security interest in the Collateral made and granted hereby are set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Collateral Agents' respective addresses are (i) in the case of BNY, as a Collateral Agent, The Bank of New York, Agency Function Administration, One Wall Street, 18th Floor, New York, New York 10286, Attention: Michael Pizarro, Telephone: (212) 635-4697, Facsimile: (212) 635-6365 or 6366 or 6367, with a copy to: The Bank

of New York, One Wall Street, 16th Floor, New York, New York 10286, Attention: Geoffrey C. Brooks, Telephone: (212) 635-8475, Facsimile: (212) 635-8593, and (ii) in the case of US Trust, as a Collateral Agent, United States Trust Company of New York, 114 West 47th Street, New York, New York 10036, Attention: Peggy Ciesmelewski, Corporate Trust Department, Telephone: (212) 852-1674, Facsimile: (212) 852-1626.

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be duly executed by its duly authorized officer as of the 10th day of November, 2000.

MOBILE COMMUNICATIONS CORPORATION OF AMERICA

By: 
Name: Gerald J. Cimmino
Title: Vice President and Treasurer

COMMONWEALTH OF MASSACHUSETTS)
) ss.:
COUNTY OF SUFFOLK)

On this 10th day of November, 2000, before me personally came Gerald J. Cimmino, to me known, who, being by me duly sworn, did depose and say that he resides at 6 Crystal Drive, Franklin Massachusetts; that he is a Vice President and Treasurer of MOBILE COMMUNICATIONS CORPORATION OF AMERICA, the corporation described in and which executed the above instrument, and that he signed his name thereto by order of the board of directors thereof.


Notary Public
[Notary's Stamp]

LAURA E. MILES, Notary Public
My Commission Expires March 11, 2005

Schedule I
to
Grant of Security Interest
Dated as of November 10, 2000

LIST OF TRADEMARKS

6-PAK (Trademark/Service Mark Registration No.: 75/539077)

AUTOPAY (Trademark Registration No.: 75/585,775)

BUYWISE (Service Mark Registration No.: 2313873)

DIAL PAGE (Trademark/Service Mark Registration No.: 1,352,543)

DMC DIGITAL MOBILE COMMUNICATIONS (Trademark/Service Mark
Registration No.: 1,994,744)

DURAPAGER (Trademark Registration No.: 1,787,410)

EZ ALERT (Trademark Registration No.: 2,024,504)

IT'S NOT JUST PAGING. MOBILE INTELLIGENCE (Trademark Registration No.
75/866628)

IT'S NOT JUST THE INTERNET. MOBILE INTELLIGENCE (Trademark
Registration No. 75/866626)

MESSAGEWRITER (Serial/Registration No.: 1,597,262)

MEMORY MANAGER (Registration No.: 1,911,808)

MESSAGESOFT (Trademark Registration No.: 1,920,780)

MISCELLANEOUS DESIGN (Trademark Registration No.: 2192551)

MMS (MobileComm Messaging Software) (Trademark Registration No.: 2305248)

MOBILECOMM (Registration No.: 1,495,312)

MOBILECOMM (Trademark Registration No.: 1,485,998)

MOBILECOMM and DESIGN (Serial No.: 75/490869)

MOBILEMATE (Trademark Registration No.: 1,912,366)

MOBILEMEDIA (Service Mark Registration No.: 1,858,246)

MOBILEMEDIA (Trademark Registration No.: 1,879,629)

MOBILEMEDIA AND GLOBE DESIGN (Service Mark Registration No.: 1,900,117)

MOBILEMEDIA AND GLOBE DESIGN (Trademark registration No.: 1,880,488)

MOBILEMEDIA PAGING & PERSONALCOM (Service Mark Registration No.: 1,870,810)

PAGEDEAL (Service Mark Registration No.: 75/585,603)

PAGERXTRA (Trademark Registration No.: 1,777,090)

POWERWRITER (Service Mark Registration No.: 1,948,790)

SNAP PAGE (Registration No.: 1,862,970)

SPORTSCASTER (Registration No. 2,154,348)

VENTURE SYSTEM (Registration No.: 1,782,944)

VOICETOR (Registration No. 1,658,729)

WE'RE WHAT YOU NEED TO KNOW (Registration No.: 1,976,177)